

EXHIBIT 6

DELIVERED BY COURIER AND E-MAIL

December 20, 2022

To:

RIV Capital Inc. (the “**Company**”)

40 King Street West, Suite 2504,
Toronto, Ontario M5H 3Y2
Canada

being the registered and head office of the Company

And to:

The board of directors of the Company (the “**Board**”), being Joseph Mimran, Laura Curran, Christopher Hagedorn, Richard Mavrinac, Amy Peckham, Mark Sims, and Dawn Sweeney, each c/o RIV Capital Inc.;

40 King Street West, Suite 2504,
Toronto, Ontario M5H 3Y2
Canada

Attention: Joseph Mimran, Chair of the Board

Dear Mr. Mimran:

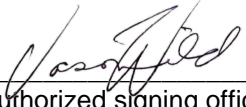



Re: Requisition of Special Meeting of Shareholders of RIV Capital Inc.

As of the date hereof, the undersigned are the registered holders of an aggregate of 33,433,334 Class A common shares in the capital of the Company (“**Shares**”), being in the aggregate not less than five percent (5%) of the Shares and, in that capacity, hereby requisition the Board to call a special meeting of the holders of Shares, for the purposes set out in the attached Schedule “A” (including Exhibit 1 appended thereto).

Kindly direct further communications regarding this requisition to Norton Rose Fulbright Canada LLP to the attention of Orestes Pasparakis at (416) 216-4815 and by e-mail at orestes.pasparakis@nortonrosefulbright.com, Heidi Reinhart at (416) 216-2979 and by email at heidi.reinhart@nortonrosefulbright.com, and Arron Chahal at (416) 216-4859 and by email at arron.chahal@nortonrosefulbright.com.

[Signature Page Follows]

Yours very truly,

Name of Requisitioning Shareholder & Number of Shares	Mailing Address	Authorized Signature
JW Partners, LP 24,333,334	14 North Lake Rd. Armonk, NY 10504 United States	JW PARTNERS, LP by its general partner JW GP, LLC Per:  Authorized signing officer
JW Opportunities Master Fund, Ltd. 9,000,000	14 North Lake Rd. Armonk, NY 10504 United States	JW OPPORTUNITIES MASTER FUND, LTD. Per:  Authorized signing officer
JW Growth Fund, LLC 70,000	14 North Lake Rd. Armonk, NY 10504 United States	JW GROWTH FUND, LLC Per:  Authorized signing officer
Insight Wellness Fund, LLC 30,000	14 North Lake Rd. Armonk, NY 10504 United States	INSIGHT WELLNESS FUND, LLC Per:  Authorized signing officer

SCHEDULE "A"

This is Schedule "A" to the requisition of a special meeting of holders of Class A common shares (the "Shareholders") of RIV Capital Inc. (the "Company") made on December 20, 2022 by JW Partners, LP, JW Opportunities Master Fund, Ltd., JW Growth Fund, LLC, and Insight Wellness Fund, LLC (the "Requisition"). This Schedule "A" is incorporated by reference in, and forms part of, the Requisition.

Requisition of Special Meeting of Shareholders of RIV Capital Inc.

THE UNDERSIGNED, being the holders of not less than five percent (5%) of the issued and outstanding Class A common shares of the Company (the "**Shares**"), hereby requisition the board of directors of the Company (the "**Board**") to call a special meeting of the Shareholders (the "**Meeting**"), to be held by no later than March 15, 2023, for the transaction of the following business:

- 1 to consider and, if thought advisable, to pass an ordinary resolution to remove each of the following five (5) incumbent directors of the Board, or their replacement(s), (the "**Removal Resolution**");

Joseph Mimran;
Laura Curran;
Christopher Hagedorn;
Richard Mavrinac; and
Mark Sims

- 2 if the Removal Resolution is passed, to consider and, if thought advisable, to pass an ordinary resolution appointing the following five (5) nominees as directors of the Board to fill such vacancies as are created by the Removal Resolution (the "**Appointment Resolution**");

Raymond Edward Boyer;
Samuel Brill;
Chad Bronstein;
Christopher Leggett; and
Stevens J. Sainte-Rose;

(together, the "**Concerned Shareholder Nominees**"), whose biographies are set out in the attached Exhibit 1, to hold office along with the remaining incumbent directors until the next annual meeting of Shareholders or until their successors are duly elected or appointed;

- 3 if the Appointment Resolution is passed, to consider and, if thought advisable, to pass an advisory resolution, to be approved by a majority of the votes cast, requesting the Board to establish a special committee composed of each of the elected Concerned Shareholder Nominees to investigate the actions of The Hawthorne Collective, Inc. ("**Hawthorne**") and its Board nominees (the "**Hawthorne Nominees**") to determine whether there is any cause for the Company to bring an action or other claim against any of them; and
- 4 the transaction of such other business as may properly come before the Meeting.

In the event that the Board fails to call the Meeting within 21 days after receiving this Requisition, the Board is hereby notified that the undersigned will call the Meeting. This Requisition is made pursuant to Section 105 of the *Business Corporations Act* (Ontario).

The undersigned hereby represents and warrants that it is the holder of not less than five percent (5%) of the Shares.

This Requisition instrument may be executed in counterparts, each of which shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Requisition instrument by telecopy or other electronic transmission shall be effective as delivery of a manually executed signature page of this Requisition instrument.

DATED the 20th day of December, 2022.


Name of Requisitioning Shareholder & Number of Shares	Mailing Address	Authorized Signature
JW Partners, LP 24,333,334	14 North Lake Rd. Armonk, NY 10504 United States	JW PARTNERS, LP by its general partner JW GP, LLC Per:  Authorized signing officer
JW Opportunities Master Fund, Ltd. 9,000,000	14 North Lake Rd. Armonk, NY 10504 United States	JW OPPORTUNITIES MASTER FUND, LTD. Per:  Authorized signing officer
JW Growth Fund, LLC 70,000	14 North Lake Rd. Armonk, NY 10504 United States	JW GROWTH FUND, LLC Per:  Authorized signing officer
Insight Wellness Fund, LLC 30,000	14 North Lake Rd. Armonk, NY 10504 United States	INSIGHT WELLNESS FUND, LLC Per:  Authorized signing officer

EXHIBIT 1

*This is Exhibit 1 to Schedule “A” of the requisition (the “**Requisition**”) of a special meeting of Class A shareholders of RIV Capital Inc. made on December 20, 2022 by JW Partners, LP, JW Opportunities Master Fund, Ltd., JW Growth Fund, LLC, and Insight Wellness Fund, LLC (the “**JWAM Funds**”). This Exhibit 1 is incorporated by reference in, and forms part of, the Requisition. Capitalized terms used herein without definition have the meanings ascribed thereto in Schedule “A” to the Requisition. The profiles and information in respect of each of the Concerned Shareholder Nominees have been provided to JW Asset Management, LLC (the “**Concerned Shareholder**”), the investment manager of each of the JWAM Funds, by each respective Concerned Shareholder Nominee.*

Concerned Shareholder Nominees

Name, Province or State and Country of Residence	Present Principal Occupation, Business or Employment and Principal Occupation, Business or Employment During the Preceding Five Years	Number of Shares Beneficially Owned or Controlled or Directed (Directly or Indirectly)
Raymond Edward Boyer Pennsylvania, United States of America	Partner of Mercedes Advisors LLC, a family investment and consulting firm, from November 2017 onwards. Chief Executive Officer of Missouri Leasing and Consulting LLC, a leasing and consulting business, from July 2021 onwards. Co-founder of Organic Remedies Missouri, a vertical medical marijuana operator in Missouri, from 2021 onwards. Chief Executive Officer of Pioneer Leasing and Consulting LLC, a leasing and consulting business, from June 2017 to November 2020. Chief Financial Officer and co-founder of PurePenn, LLC, a licensed grower and processor of medical marijuana in Pennsylvania, from July 2017 to September 2020 when it was acquired by Trulieve.	Nil
Samuel Brill New York, United States of America	President and Chief Investment Officer of Seventh Avenue Investments, the private equity arm of a single family office in New York City with a multi-billion dollar asset portfolio, from August 2017 onwards.	Nil
Chad Bronstein Florida, United States of America	Founder and Chief Executive Officer of Fyllo Inc., a data and technology company, from March 2019 onwards. Co-Founder and President of Tyson 2.0 Inc., a marketing and intellectual property company, from September 2021 onwards. Chief Revenue Officer at Amobee Inc., a digital marketing technology company, from March 2011 to March 2019.	Nil
Christopher Leggett Georgia, United States of America	An interventional cardiologist and a Director of the Cardiovascular Institute PC, an institute providing cardiovascular health care services, from January 2015 onwards. An interventional cardiologist and a Director of Interventional Cardiology at Doctors Hospital in Augusta, Georgia from January 2017 to May 2018.	Nil

Name, Province or State and Country of Residence	Present Principal Occupation, Business or Employment and Principal Occupation, Business or Employment During the Preceding Five Years	Number of Shares Beneficially Owned or Controlled or Directed (Directly or Indirectly)
Stevens J. Sainte-Rose Illinois, United States of America	<p>Chief People Officer at Wheels Up Experience Inc., an international private aviation and services company, from January 2022 onwards.</p> <p>Chief Human Resources Officer of Parallel Inc., a multi-state cannabis company, from September 2019 to January 2022.</p> <p>Chief Transformation and Human Resources Officer of Dawn Foods Products, a baked goods production and distribution company, from January 2018 to March 2019.</p> <p>Chief Human Resources Officer of Walgreens Boots Alliance Corporation, a holding company that owns Walgreens, Boots and a number of pharmaceutical, manufacturing, wholesale and distribution companies, from August 2015 to December 2017.</p>	Nil

Concerned Shareholder Nominees' Biographies

Raymond Edward Boyer

Raymond Boyer is the Chief Executive Officer of Missouri Leasing & Consulting and co-founder of Organic Remedies Missouri, a licensed grower, processor and retailer of medical marijuana in Missouri. Prior to founding Organic Remedies Missouri, Mr. Boyer was co-founder and Chief Financial Officer of PurePenn, LLC, a licensed grower and processor of medical marijuana in Pennsylvania. Under his leadership PurePenn achieved exceptional financial performance and was acquired by Trulieve in 2020. Mr. Boyer was also previously the Chief Financial Officer of SDC Nutrition, Inc., a fast-growing branded manufacturer and marketing company of protein powders and pills, and continues to serve the company as a board member. He joined SDC after a 38-year career with Westinghouse Electric Corporation and Bechtel Corporation. He was Chief Financial Officer, Vice President, Corporate Controller, and Treasurer of Bechtel Plant Machinery, Inc., building nuclear reactor components for submarines and aircraft carriers for more than 38 years. Mr. Boyer is a Partner of Mercedes Advisors, a family investment and consulting firm, providing investment and consulting services, including providing advice regarding business operations, investor relations, financial management, and corporate governance.

Mr. Boyer graduated from Penn State University and received a Masters of Business Administration from Katz Graduate School of Business, University of Pittsburgh with a concentration in finance and cost accounting, and has extensive board experience with various for-profit and not-for-profit entities.

Samuel Brill

Samuel Brill has served as the President and Chief Investment Officer of Seventh Avenue Investments ("SAI") since August 2017. SAI is the private equity arm of a single-family office in New York City with a multibillion-dollar asset portfolio. At SAI, Mr. Brill is focused on direct investing in debt and equity securities of a wide range of both growth-oriented and distressed private companies.

Before joining SAI, Mr. Brill was the Chief Investment Officer and Portfolio Manager of Weismann Capital, a single-family office in Stamford, CT, where he was responsible for all long and short investments in public equities and credit. Prior to joining Weismann in November 2003, Mr. Brill was the Chief Operating Officer and a Director of Amedia Networks (formerly TTR Technologies), a publicly-traded technology company.

Chad Bronstein

Chad Bronstein serves as Chief Executive Officer and Founder of Fyllo Inc., a company providing compliance-first SaaS solutions for highly regulated industries. He also serves as Co-Founder and Chairman of the Board for Tyson 2.0 Inc., and has been a director of Jones Soda Co. since February 15, 2022. Previously, Mr. Bronstein served as the Chief Revenue Officer of Amobee Inc. after it was acquired by Adconian Media Group, where he served as Senior Vice President of North American Sales and Partnerships. Mr. Bronstein is also a strategic advisor at OpenWeb.

Christopher Leggett

Christopher JWB Leggett, MD., FACC is a highly esteemed clinical academic interventional cardiologist. He spent nearly three decades practicing interventional cardiology throughout the Atlanta metropolitan area and in rural North and South Georgia. Dr. Leggett established the first interventional cardiology program in rural South Georgia at East Georgia Regional Medical Center, providing much-needed access to life-saving cardiovascular care. In 2017, Dr. Leggett was named Director of the Interventional Cardiology program at Doctors Hospital in Augusta, Georgia. Dr. Leggett has remained intentionally involved in local and national boards, numerous medical societies, civic groups and private healthcare companies and foundations. Dr. Leggett is the youngest recipient of the prestigious American Heart Association's Physician of the Year Award at the celebrated Atlanta Heart Ball event. He served on the board of directors of BioMed Investors Network, evaluating and funding emerging technology companies and was appointed by the Secretary of the Department of Health and Human Services, during the Bush Administration, to serve on the National Practicing Physician Advisory Council. In addition, he has served as a member of the Center for Disease Control Board of Visitors, the Johns Hopkins Medical and Surgical Society, the American Heart Association (AHA) National Board, the National Coalition for the Advancement of Cardiovascular Health, the National Vascular Biology Working Group Faculty, and the Fellow of the American College of Cardiology. Dr. Leggett graduated from Phillips Academy, Princeton University and received his M.D. from Case Western Reserve School of Medicine in 1986. He completed his internal medicine internship and residency at the world renown Johns Hopkins Hospital and his cardiology fellowship at Emory University School of Medicine. His distinguished interventional cardiology fellowship was completed at the University of Alabama at Birmingham.

Stevens J. Sainte-Rose

Stevens J. Sainte-Rose has expertise across a diverse range of industries including consumer goods, retail, hospitality, food service, manufacturing & production, managed services and cannabis. Stevens previously served as Senior Vice President of HR at The Coca-Cola Company International as Chief Human Resources Officer at Walgreens Boots Alliance, Inc., as Chief Transformation and HR Officer at Dawn Food Products, Inc. (a producer and distributor of bakery products), as Chief HR Officer at Parallel Inc. (a vertically-integrated and multi-state cannabis company), and currently serves as Chief People Officer at Wheels Up Experience Inc., a leading international private aviation and services company. He holds a Master of Arts degree from the University of Pennsylvania in Organizational Dynamics and an undergraduate degree from Cornell University in Industrial & Labor Relations.

Other Boards of Reporting Issuers

As at the date of this Requisition, Chad Bronstein is a director of Jones Soda Co. (CSE: JSDA) and Samuel Brill is a director of SLANG Worldwide Inc. (CSE: SLNG). No other Concerned Shareholder Nominee is currently a director or trustee of any other reporting issuer.

Other Information Concerning the Concerned Shareholder Nominees

To the knowledge of the Concerned Shareholder, no Concerned Shareholder Nominee is, at the date hereof, or has been, within ten (10) years before the date hereof: (a) a director, chief executive officer or chief financial officer of any company that (i) was subject to a cease trade order, an order similar to a

cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days (each, an “**order**”), in each case that was issued while the Concerned Shareholder Nominee was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the Concerned Shareholder Nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; (b) a director or executive officer of any company that, while such Concerned Shareholder Nominee was acting in that capacity, or within one (1) year of such Concerned Shareholder Nominee ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) someone who became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such Concerned Shareholder Nominee.

To the knowledge of the Concerned Shareholder, as at the date hereof, no Concerned Shareholder Nominee has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation, or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a Concerned Shareholder Nominee.

To the knowledge of the Concerned Shareholder, none of the directors or officers of the Concerned Shareholder, or any associates or affiliates of the foregoing, or any of the Concerned Shareholder Nominees or their respective associates or affiliates, has: (a) any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries; or (b) any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter proposed to be acted on at the Meeting, other than the re-constitution of the Board.

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